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**PROPOSED COUNSEL FOR DEBTORS**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION**

In re:	§	Chapter 11
	§	
BAINBRIDGE UINTA, LLC, <i>et al.</i> , <sup>1</sup>	§	Case No. 20-42794
	§	
Debtors.	§	(Joint Administration Requested)
	§	

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**DEBTORS' WITNESS & EXHIBIT LIST FOR  
HEARING ON FIRST DAY PLEADINGS**

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Bainbridge Uinta, LLC and its debtor affiliate, as debtors and debtors-in-possession in the above-referenced chapter 11 cases (collectively, the "**Debtors**"), hereby file this *Witness & Exhibit List for Hearing on First Day Pleadings* set for hearing on **Wednesday, September 2, 2020 at 3:00 p.m. CST** before the Honorable Judge Mark X. Mullin (the "**Hearing**").

**WITNESSES**

The Debtors may call any of the following witnesses at the Hearing:

1. Paul D. Ching – Chief Executive Officer of Debtors
2. Any witness called or designated by any other party.

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<sup>1</sup> The debtors in these Chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, include: Bainbridge Uinta, LLC (9240); and Bainbridge Uinta Holdings, LLC (9761). The location of the debtors' service address is 8150 N. Central Expy Suite 650, Dallas, Texas 75206.

3. Any witness necessary to impeach the testimony of any witness called or designated by any other party.
4. Any witness necessary to rebut the testimony of any witness called or designated by any other party.

### **EXHIBITS**

The Debtors may offer into evidence one or more of the following exhibits at the Hearing:

Exhibit	Description <sup>2</sup>	Offered	Objection	Admitted
D-1	Notice of Emergency Hearing on First Day Pleadings (with Certificate of Service) [Doc. No. 17]			
D-2	Petition – Bainbridge Uinta, LLC [Doc. No. 1 at Case No. 20-42794]			
D-3	Petition – Bainbridge Uinta Holdings, LLC [Doc. No. 1 at Case No. 20-42795]			
D-4	Declaration of Paul D. Ching in Support of Debtors' Chapter 11 Petitions and First Day Relief [Doc. No. 11]			
D-5	Notice of Designation as Complex Case Chapter 11 Case [Doc. No. 2]			
D-5A	Order Granting Complex Chapter 11 Bankruptcy Case Treatment [Doc. No. 2-1]			
D-6	Debtors' Emergency Motion for Entry of Interim and Final Orders: (i) Authorizing the Debtors to Use Cash Collateral (ii) Granting Adequate Protection; (iii) Modifying the Automatic Stay; (iv) Scheduling a Final Hearing; and (v) Granting Related Relief [Doc. No. 4]			
D-6A	Budget [Doc. No. 4-1]			
D-6B	Attorney Checklist Concerning Motions and Orders Pertaining to Use of Cash Collateral and Post-Petition Financing [Doc. No. 4-2]			
D-6C	Interim Order Authorizing Debtors' Use of Cash Collateral and Granting Adequate Protection and Related Relief [Doc. No. 4-3]			
D-7	Debtors' Emergency Motion for Entry of Interim and Final Orders (i) Authorizing Payment of Royalties and (ii) Granting Related Relief [Doc. No. 5]			
D-7A	Schedule of the Debtors' mineral leases [Doc. No. 5-1]			

<sup>2</sup> All docket references relate to Case No. 20-42794.

Exhibit	Description <sup>2</sup>	Offered	Objection	Admitted
D-7B	Interim Order (i) Authorizing Payment of Mineral Obligations and (ii) Granting Related Relief [Doc. No. 5-2]			
D-7C	Final Order Authorizing the Debtors to Pay or Honor Prepetition and Post-Petition Royalty Obligations Related to Oil and Gas Leases [Doc. No. 5-3]			
D-8	Debtors' Emergency Motion for Entry of Interim and Final Orders Authorizing the Debtors To: (I) Perform Under Pre-Existing Hedge Agreements; (II) Liquidate or Otherwise Monetize Hedge Agreements; (III) Enter Into Post-Petition Hedge Agreements; (IV) Grant Security Interest and Liens to Obtain Post-Petition Hedge Agreements; and (V) Granting Related Relief [Doc. No. 6]			
D-8A	Proposed Order [Doc. No. 6-1]			
D-8B	SWAP Intercreditor Agreement [Doc. No. 6-2]			
D-8C	Swaps and Confirmations [Doc. No. 6-3]			
D-9	Emergency Motion for Entry of an Order (I) Authorizing Debtors to (A) Operate Their Cash Management System, (B) Maintain Existing Bank, and (C) Maintain Existing Business Forms; and (II) Granting Related Relief [Doc. No. 7]			
D-9A	[Proposed] Order Granting the Emergency Motion for Entry of an Order (I) Authorizing Debtors to (A) Operate Their Cash Management System, (B) Maintain Existing Bank, and (C) Maintain Existing Business Forms; and (II) Granting Related Relief [Doc. No. 7-1]			
D-10	Emergency Motion for Entry of an Order (I) Authorizing Debtors to Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses; (II) Continuing Employee Benefits Programs; and (III) Granting Related Relief [Doc. No. 8]			
D-10A	[Proposed] Order Granting Emergency Motion for Entry of an Order (I) Authorizing Debtors to Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses; (II) Continuing Employee Benefits Programs; and (III) Granting Related Relief [Doc. No. 8-1]			
D-11	Debtors' Emergency Motion for Entry of Order Directing Joint Administration of Chapter 11 Bankruptcy Cases [Doc. No. 3]			
D-11A	Order Directing Joint Administration Of Debtors' Chapter 11 Bankruptcy Cases [Doc. No. 3-1]			

Exhibit	Description <sup>2</sup>	Offered	Objection	Admitted
D-12	Debtors' Emergency Ex Parte Motion for an Order Limiting Notice and Granting Related Relief [Doc. No. 9]			
D-12A	Order Granting Debtors' Emergency Ex Parte Motion for an Order Limiting Notice and Granting Related Relief [Doc. No. 9-1]			
D-13	Debtors' Emergency Motion for Entry of an Order (I) Extending Time to File Schedules of Assets and Liabilities, Schedules of Current Income and Expenditures, Schedules of Executory Contracts and Unexpired Leases, and Statements of Financial Affairs and (II) Granting Related Relief [Doc. No. 10]			
D-13A	Order Granting Debtors' Emergency Motion for Entry of an Order (I) Extending Time to File Schedules of Assets and Liabilities, Schedules of Current Income and Expenditures, Schedules of Executory Contracts and Unexpired Leases, and Statements of Financial Affairs and (II) Granting Related Relief [Doc. No. 10-1]			
D-14	Certificate of Service [Doc. No. TBD]			
	Any exhibits offered by any other party.			
	Any exhibits necessary for impeachment purposes.			
	Any exhibits necessary for rebuttal purposes.			

The Debtors reserve their right to supplement and amend this Witness and Exhibit List prior to the Hearing.

Dated: September 1, 2020.

Respectfully submitted,

**KANE RUSSELL COLEMAN LOGAN PC**

By: /s/ Joseph M. Coleman

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**PROPOSED COUNSEL FOR THE DEBTORS**

**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the foregoing *Witness and Exhibit List* has been served via the Court's Electronic Case Filing system on this 1st day of September, 2020.

/s/ Joseph M. Coleman

Joseph M. Coleman